



HEALTH ANNUAL STATEMENT

FOR THE YEAR ENDED DECEMBER 31, 2013
OF THE CONDITION AND AFFAIRS OF THE

Humana Benefit Plan of Illinois, Inc.

NAIC Group Code01190119NAIC Company Code60052Employer's ID Number37-1326199
(Current)(Prior)

Organized under the Laws ofIllinois, State of Domicile or Port of EntryIllinois

Country of DomicileUnited States of America

Licensed as business type:Life, Accident & Health

Is HMO Federally Qualified? Yes [] No []

Incorporated/Organized06/20/1994Commenced Business02/01/1995

Statutory Home Office7915 N. Hale Ave., Ste. DPeoria , IL, US 61615
(Street and Number)(City or Town, State, Country and Zip Code)

Main Administrative Office500 West Main StreetLouisville , KY, US 40202502-580-1000
(Street and Number)(City or Town, State, Country and Zip Code)(Area Code) (Telephone Number)

Mail AddressP.O. Box 740036Louisville , KY, US 40201-7436
(Street and Number or P.O. Box)(City or Town, State, Country and Zip Code)

Primary Location of Books and Records500 West Main StreetLouisville , KY, US 40202502-580-1000
(Street and Number)(City or Town, State, Country and Zip Code)(Area Code) (Telephone Number)

Internet Website Addresswww.humana.com

Statutory Statement ContactElizabeth Young502-580-3025
(Name)(Area Code) (Telephone Number)

DOIINQUIRIES@humana.com502-580-2099
(E-mail Address)(FAX Number)

OFFICERS

President & CEO	Bruce Dale Broussard	Sr. VP, CFO & Treasurer	James Harry Bloem-Resigned 12/31/2013
VP & Corporate Secretary	Joan Olliges Lenahan	Appointed Actuary	Jonathan Albert Canine

OTHER

George Grant Bauernfeind Vice President	Elizabeth Diane Bierbower Pres., Employer Group Segment	John Gregory Catron VP & Chief Compliance Officer
Roy Goldman Ph.D. VP & Chief Actuary	Charles Frederic Lambert III Vice President	Brian Phillip LeClaire Sr.VP&Chief Service&Info Officer
Thomas Joseph Liston President, Retail Segment	Heidi Suzanne Margulis Sr. Vice President	Timothy Patrick O'Rourke # RegPres-SrProd/Great Lakes Reg
Bruce Devereau Perkins Pres.,Healthcare Services Seg.	Bruno Roger Piquin # VP & Div. Leader - Northern Div.	Richard Donald Remmers VP, Employer Group Segment
Debra Anne Smith # VP-Sr.Prod.Strategy & Prod Dev.	Praveen Gope Thadani # Market President - Illinois	Pattie Dale Tye President, Large Group
Joseph Christopher Ventura Assistant Corporate Secretary	Timothy Alan Wheatley VP - Senior Products	Ralph Martin Wilson Vice President

DIRECTORS OR TRUSTEES

James Harry Bloem-Resigned 12/31/2013	Bruce Dale Broussard	Neal Curtis Fischer M.D.
Mark Donald Krum #	James Elmer Murray	Ross Alan Westreich

State ofKentucky

County ofJefferson

SS:

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Bruce Dale Broussard President & CEO	Joan Olliges Lenahan VP & Corporate Secretary	Alan James Bailey Assistant Treasurer
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Subscribed and sworn to before me this21st day ofFebruary 2014

a. Is this an original filing? Yes [X] No []

b. If no,
1. State the amendment number.....
2. Date filed
3. Number of pages attached.....

Michele Sizemore
Notary Public
January 3, 2015

SUMMARY INVESTMENT SCHEDULE

Investment Categories	Gross Investment Holdings		Admitted Assets as Reported in the Annual Statement			
	1	2	3	4	5	6
	Amount	Percentage	Amount	Securities Lending Reinvested Collateral Amount	Total (Col. 3 + 4) Amount	Percentage
1. Bonds:						
1.1 U.S. treasury securities	2,995,028	5.909	2,995,028	0	2,995,028	5.909
1.2 U.S. government agency obligations (excluding mortgage-backed securities):						
1.21 Issued by U.S. government agencies	0	0.000	0	0	0	0.000
1.22 Issued by U.S. government sponsored agencies	0	0.000	0	0	0	0.000
1.3 Non-U.S. government (including Canada, excluding mortgaged-backed securities)	0	0.000	0	0	0	0.000
1.4 Securities issued by states, territories, and possessions and political subdivisions in the U.S. :						
1.41 States, territories and possessions general obligations	2,849,061	5.621	2,849,061	0	2,849,061	5.621
1.42 Political subdivisions of states, territories and possessions and political subdivisions general obligations	204,633	0.404	204,633	0	204,633	0.404
1.43 Revenue and assessment obligations	1,934,707	3.817	1,934,707	0	1,934,707	3.817
1.44 Industrial development and similar obligations	0	0.000	0	0	0	0.000
1.5 Mortgage-backed securities (includes residential and commercial MBS):						
1.51 Pass-through securities:						
1.511 Issued or guaranteed by GNMA	827,634	1.633	827,634	0	827,634	1.633
1.512 Issued or guaranteed by FNMA and FHLMC	9,754,244	19.245	9,754,244	0	9,754,244	19.245
1.513 All other	0	0.000	0	0	0	0.000
1.52 CMOs and REMICs:						
1.521 Issued or guaranteed by GNMA, FNMA, FHLMC or VA	0	0.000	0	0	0	0.000
1.522 Issued by non-U.S. Government issuers and collateralized by mortgage-backed securities issued or guaranteed by agencies shown in Line 1.521	0	0.000	0	0	0	0.000
1.523 All other	5,833,329	11.509	5,833,329	0	5,833,329	11.509
2. Other debt and other fixed income securities (excluding short-term):						
2.1 Unaffiliated domestic securities (includes credit tenant loans and hybrid securities)	26,077,286	51.451	26,077,286	0	26,077,286	51.451
2.2 Unaffiliated non-U.S. securities (including Canada)	0	0.000	0	0	0	0.000
2.3 Affiliated securities	0	0.000	0	0	0	0.000
3. Equity interests:						
3.1 Investments in mutual funds	0	0.000	0	0	0	0.000
3.2 Preferred stocks:						
3.21 Affiliated	0	0.000	0	0	0	0.000
3.22 Unaffiliated	0	0.000	0	0	0	0.000
3.3 Publicly traded equity securities (excluding preferred stocks):						
3.31 Affiliated	0	0.000	0	0	0	0.000
3.32 Unaffiliated	0	0.000	0	0	0	0.000
3.4 Other equity securities:						
3.41 Affiliated	0	0.000	0	0	0	0.000
3.42 Unaffiliated	0	0.000	0	0	0	0.000
3.5 Other equity interests including tangible personal property under lease:						
3.51 Affiliated	0	0.000	0	0	0	0.000
3.52 Unaffiliated	0	0.000	0	0	0	0.000
4. Mortgage loans:						
4.1 Construction and land development	0	0.000	0	0	0	0.000
4.2 Agricultural	0	0.000	0	0	0	0.000
4.3 Single family residential properties	0	0.000	0	0	0	0.000
4.4 Multifamily residential properties	0	0.000	0	0	0	0.000
4.5 Commercial loans	0	0.000	0	0	0	0.000
4.6 Mezzanine real estate loans	0	0.000	0	0	0	0.000
5. Real estate investments:						
5.1 Property occupied by company	0	0.000	0	0	0	0.000
5.2 Property held for production of income (including \$0 of property acquired in satisfaction of debt)	0	0.000	0	0	0	0.000
5.3 Property held for sale (including \$0 property acquired in satisfaction of debt)	0	0.000	0	0	0	0.000
6. Contract loans	0	0.000	0	0	0	0.000
7. Derivatives	0	0.000	0	0	0	0.000
8. Receivables for securities	0	0.000	0	0	0	0.000
9. Securities Lending (Line 10, Asset Page reinvested collateral)	0	0.000	0	XXX	XXX	XXX
10. Cash, cash equivalents and short-term investments	207,521	0.409	207,521	0	207,521	0.409
11. Other invested assets	0	0.000	0	0	0	0.000
12. Total invested assets	50,683,443	100.000	50,683,443	0	50,683,443	100.000

Schedule A - Verification - Real Estate

N O N E

Schedule B - Verification - Mortgage Loans

N O N E

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE Humana Benefit Plan of Illinois, Inc.

SCHEDULE BA - VERIFICATION BETWEEN YEARS

Other Long-Term Invested Assets

1.	Book/adjusted carrying value, December 31 of prior year	
2.	Cost of acquired:	
	2.1 Actual cost at time of acquisition (Part 2, Column 8)	
	2.2 Additional investment made after acquisition (Part 2, Column 9)	
3.	Capitalized deferred interest and other:	
	3.1 Totals, Part 1, Column 16	
	3.2 Totals, Part 3, Column 12	
4.	Accrual of discount	
5.	Unrealized valuation increase (decrease):	
	5.1 Totals, Part 1, Column 13	
	5.2 Totals, Part 3, Column 9	
6.	Total gain (loss) on disposals, Part 3, Column 19	
7.	Deduct amounts received on disposals, Part 3, Column 16	
8.	Deduct amortization of premium and depreciation	
9.	Total foreign exchange change in book/adjusted carrying value:	
	9.1 Totals, Part 1, Column 17	
	9.2 Totals, Part 3, Column 14	
10.	Deduct current year's other than temporary impairment recognized:	
	10.1 Totals, Part 1, Column 15	
	10.2 Totals, Part 3, Column 11	
11.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	
12.	Deduct total nonadmitted amounts	
13.	Statement value at end of current period (Line 11 minus Line 12)	

NONE

SCHEDULE D - VERIFICATION BETWEEN YEARS

Bonds and Stocks

1.	Book/adjusted carrying value, December 31 of prior year	43,983,669
2.	Cost of bonds and stocks acquired, Part 3, Column 7	12,578,749
3.	Accrual of discount	17,277
4.	Unrealized valuation increase (decrease):	
	4.1. Part 1, Column 12	(847)
	4.2. Part 2, Section 1, Column 15	0
	4.3. Part 2, Section 2, Column 13	0
	4.4. Part 4, Column 11	0
		(847)
5.	Total gain (loss) on disposals, Part 4, Column 19	15,034
6.	Deduction consideration for bonds and stocks disposed of, Part 4, Column 7	5,846,799
7.	Deduct amortization of premium	271,161
8.	Total foreign exchange change in book/adjusted carrying value:	
	8.1. Part 1, Column 15	0
	8.2. Part 2, Section 1, Column 19	0
	8.3. Part 2, Section 2, Column 16	0
	8.4. Part 4, Column 15	0
		0
9.	Deduct current year's other than temporary impairment recognized:	
	9.1. Part 1, Column 14	0
	9.2. Part 2, Section 1, Column 17	0
	9.3. Part 2, Section 2, Column 14	0
	9.4. Part 4, Column 13	0
		0
10.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	50,475,922
11.	Deduct total nonadmitted amounts	0
12.	Statement value at end of current period (Line 10 minus Line 11)	50,475,922

SCHEDULE D - SUMMARY BY COUNTRY

Long-Term Bonds and Stocks OWNED December 31 of Current Year

Description		1 Book/Adjusted Carrying Value	2 Fair Value	3 Actual Cost	4 Par Value of Bonds
BONDS					
Governments (Including all obligations guaranteed by governments)	1. United States	3,822,662	3,905,497	3,864,440	3,710,173
	2. Canada	0	0	0	0
	3. Other Countries	0	0	0	0
	4. Totals	3,822,662	3,905,497	3,864,440	3,710,173
U.S. States, Territories and Possessions (Direct and guaranteed)					
	5. Totals	2,849,061	2,795,196	3,023,727	2,730,000
U.S. Political Subdivisions of States, Territories and Possessions (Direct and guaranteed)					
	6. Totals	204,633	188,920	202,500	250,000
U.S. Special revenue and special assessment obligations and all non-guaranteed obligations of agencies and authorities of governments and their political subdivisions					
	7. Totals	11,688,951	11,494,575	11,766,969	11,180,049
Industrial and Miscellaneous and Hybrid Securities (unaffiliated)	8. United States	27,647,456	29,311,703	27,765,706	26,914,256
	9. Canada	468,352	502,110	468,091	470,000
	10. Other Countries	3,794,807	3,935,256	3,791,465	3,800,000
	11. Totals	31,910,615	33,749,069	32,025,262	31,184,256
Parent, Subsidiaries and Affiliates	12. Totals	0	0	0	0
	13. Total Bonds	50,475,922	52,133,257	50,882,898	49,054,478
PREFERRED STOCKS					
Industrial and Miscellaneous (unaffiliated)	14. United States	0	0	0	
	15. Canada	0	0	0	
	16. Other Countries	0	0	0	
	17. Totals	0	0	0	
Parent, Subsidiaries and Affiliates	18. Totals	0	0	0	
	19. Total Preferred Stocks	0	0	0	
COMMON STOCKS					
Industrial and Miscellaneous (unaffiliated)	20. United States	0	0	0	
	21. Canada	0	0	0	
	22. Other Countries	0	0	0	
	23. Totals	0	0	0	
Parent, Subsidiaries and Affiliates	24. Totals	0	0	0	
	25. Total Common Stocks	0	0	0	
	26. Total Stocks	0	0	0	
	27. Total Bonds and Stocks	50,475,922	52,133,257	50,882,898	

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE Humana Benefit Plan of Illinois, Inc.

SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1. U.S. Governments											
1.1 NAIC 1	400,504	2,995,029	0	827,634	0	4,223,167	8.3	9,270,352	17.8	4,223,167	0
1.2 NAIC 2	0	0	0	0	0	0	0.0	0	0.0	0	0
1.3 NAIC 3	0	0	0	0	0	0	0.0	0	0.0	0	0
1.4 NAIC 4	0	0	0	0	0	0	0.0	0	0.0	0	0
1.5 NAIC 5	0	0	0	0	0	0	0.0	0	0.0	0	0
1.6 NAIC 6	0	0	0	0	0	0	0.0	0	0.0	0	0
1.7 Totals	400,504	2,995,029	0	827,634	0	4,223,167	8.3	9,270,352	17.8	4,223,167	0
2. All Other Governments											
2.1 NAIC 1	0	0	0	0	0	0	0.0	0	0.0	0	0
2.2 NAIC 2	0	0	0	0	0	0	0.0	0	0.0	0	0
2.3 NAIC 3	0	0	0	0	0	0	0.0	0	0.0	0	0
2.4 NAIC 4	0	0	0	0	0	0	0.0	0	0.0	0	0
2.5 NAIC 5	0	0	0	0	0	0	0.0	0	0.0	0	0
2.6 NAIC 6	0	0	0	0	0	0	0.0	0	0.0	0	0
2.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
3. U.S. States, Territories and Possessions etc., Guaranteed											
3.1 NAIC 1	277,633	1,363,247	607,372	0	600,809	2,849,061	5.6	2,284,381	4.4	2,849,061	0
3.2 NAIC 2	0	0	0	0	0	0	0.0	0	0.0	0	0
3.3 NAIC 3	0	0	0	0	0	0	0.0	0	0.0	0	0
3.4 NAIC 4	0	0	0	0	0	0	0.0	0	0.0	0	0
3.5 NAIC 5	0	0	0	0	0	0	0.0	0	0.0	0	0
3.6 NAIC 6	0	0	0	0	0	0	0.0	0	0.0	0	0
3.7 Totals	277,633	1,363,247	607,372	0	600,809	2,849,061	5.6	2,284,381	4.4	2,849,061	0
4. U.S. Political Subdivisions of States, Territories and Possessions , Guaranteed											
4.1 NAIC 1	0	0	0	0	204,633	204,633	0.4	202,816	0.4	204,633	0
4.2 NAIC 2	0	0	0	0	0	0	0.0	0	0.0	0	0
4.3 NAIC 3	0	0	0	0	0	0	0.0	0	0.0	0	0
4.4 NAIC 4	0	0	0	0	0	0	0.0	0	0.0	0	0
4.5 NAIC 5	0	0	0	0	0	0	0.0	0	0.0	0	0
4.6 NAIC 6	0	0	0	0	0	0	0.0	0	0.0	0	0
4.7 Totals	0	0	0	0	204,633	204,633	0.4	202,816	0.4	204,633	0
5. U.S. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed											
5.1 NAIC 1	0	1,303,321	631,386	4,014,921	5,739,321	11,688,949	23.0	5,590,927	10.7	11,688,949	0
5.2 NAIC 2	0	0	0	0	0	0	0.0	0	0.0	0	0
5.3 NAIC 3	0	0	0	0	0	0	0.0	0	0.0	0	0
5.4 NAIC 4	0	0	0	0	0	0	0.0	0	0.0	0	0
5.5 NAIC 5	0	0	0	0	0	0	0.0	0	0.0	0	0
5.6 NAIC 6	0	0	0	0	0	0	0.0	0	0.0	0	0
5.7 Totals	0	1,303,321	631,386	4,014,921	5,739,321	11,688,949	23.0	5,590,927	10.7	11,688,949	0

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE Humana Benefit Plan of Illinois, Inc.

SCHEDULE D - PART 1A - SECTION 1 (Continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6. Industrial & Miscellaneous (Unaffiliated)											
6.1 NAIC 1	2,299,042	6,278,576	7,755,602	1,999,810	3,833,520	22,166,550	43.6	22,711,300	43.6	20,296,550	1,870,000
6.2 NAIC 2	0	2,434,154	4,964,070	936,813	0	8,335,037	16.4	10,430,108	20.0	8,335,037	0
6.3 NAIC 3	0	708,183	700,848	0	0	1,409,031	2.8	1,588,674	3.1	1,409,031	0
6.4 NAIC 4	0	0	0	0	0	0	0.0	0	0.0	0	0
6.5 NAIC 5	0	0	0	0	0	0	0.0	0	0.0	0	0
6.6 NAIC 6	0	0	0	0	0	0	0.0	0	0.0	0	0
6.7 Totals	2,299,042	9,420,913	13,420,520	2,936,623	3,833,520	31,910,618	62.7	34,730,082	66.7	30,040,618	1,870,000
7. Hybrid Securities											
7.1 NAIC 1	0	0	0	0	0	0	0.0	0	0.0	0	0
7.2 NAIC 2	0	0	0	0	0	0	0.0	0	0.0	0	0
7.3 NAIC 3	0	0	0	0	0	0	0.0	0	0.0	0	0
7.4 NAIC 4	0	0	0	0	0	0	0.0	0	0.0	0	0
7.5 NAIC 5	0	0	0	0	0	0	0.0	0	0.0	0	0
7.6 NAIC 6	0	0	0	0	0	0	0.0	0	0.0	0	0
7.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
8. Parent, Subsidiaries and Affiliates											
8.1 NAIC 1	0	0	0	0	0	0	0.0	0	0.0	0	0
8.2 NAIC 2	0	0	0	0	0	0	0.0	0	0.0	0	0
8.3 NAIC 3	0	0	0	0	0	0	0.0	0	0.0	0	0
8.4 NAIC 4	0	0	0	0	0	0	0.0	0	0.0	0	0
8.5 NAIC 5	0	0	0	0	0	0	0.0	0	0.0	0	0
8.6 NAIC 6	0	0	0	0	0	0	0.0	0	0.0	0	0
8.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE Humana Benefit Plan of Illinois, Inc.

SCHEDULE D - PART 1A - SECTION 1 (Continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

	1	2	3	4	5	6	7	8	9	10	11
NAIC Designation	1 Year or Less	Over 1 Year Through 5 Years	Over 5 Years Through 10 Years	Over 10 Years Through 20 Years	Over 20 Years	Total Current Year	Col. 6 as a % of Line 9.7	Total from Col. 6 Prior Year	% From Col. 7 Prior Year	Total Publicly Traded	Total Privately Placed (a)
9. Total Bonds Current Year											
9.1 NAIC 1	(d) .....2,977,179	.....11,940,173	.....8,994,360	.....6,842,365	.....10,378,283	.....41,132,360	.....80.8	.....XXX	.....XXX	.....39,262,360	.....1,870,000
9.2 NAIC 2	(d) .....0	.....2,434,154	.....4,964,070	.....936,813	.....0	.....8,335,037	.....16.4	.....XXX	.....XXX	.....8,335,037	.....0
9.3 NAIC 3	(d) .....0	.....708,183	.....700,848	.....0	.....0	.....1,409,031	.....2.8	.....XXX	.....XXX	.....1,409,031	.....0
9.4 NAIC 4	(d) .....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....XXX	.....XXX	.....0	.....0
9.5 NAIC 5	(d) .....0	.....0	.....0	.....0	.....0	(c) .....0	.....0.0	.....XXX	.....XXX	.....0	.....0
9.6 NAIC 6	(d) .....0	.....0	.....0	.....0	.....0	(c) .....0	.....0.0	.....XXX	.....XXX	.....0	.....0
9.7 Totals .....	.....2,977,179	.....15,082,510	.....14,659,278	.....7,779,178	.....10,378,283	(b) .....50,876,428	.....100.0	.....XXX	.....XXX	.....49,006,428	.....1,870,000
9.8 Line 9.7 as a % of Col. 6	.....5.9	.....29.6	.....28.8	.....15.3	.....20.4	.....100.0	.....XXX	.....XXX	.....XXX	.....96.3	.....3.7
10. Total Bonds Prior Year											
10.1 NAIC 1 .....	.....10,505,677	.....9,984,441	.....9,173,415	.....1,999,801	.....8,396,442	.....XXX	.....XXX	.....40,059,776	.....76.9	.....40,059,776	.....0
10.2 NAIC 2 .....	.....529,821	.....3,775,147	.....5,117,451	.....1,007,689	.....0	.....XXX	.....XXX	.....10,430,108	.....20.0	.....8,340,108	.....2,090,000
10.3 NAIC 3 .....	.....0	.....420,872	.....1,077,486	.....90,316	.....0	.....XXX	.....XXX	.....1,588,674	.....3.1	.....1,588,674	.....0
10.4 NAIC 4 .....	.....0	.....0	.....0	.....0	.....0	.....XXX	.....XXX	.....0	.....0.0	.....0	.....0
10.5 NAIC 5 .....	.....0	.....0	.....0	.....0	.....0	.....XXX	.....XXX	(c) .....0	.....0.0	.....0	.....0
10.6 NAIC 6 .....	.....0	.....0	.....0	.....0	.....0	.....XXX	.....XXX	(c) .....0	.....0.0	.....0	.....0
10.7 Totals .....	.....11,035,498	.....14,180,460	.....15,368,352	.....3,097,806	.....8,396,442	.....XXX	.....XXX	(b) .....52,078,558	.....100.0	.....49,988,558	.....2,090,000
10.8 Line 10.7 as a % of Col. 8	.....21.2	.....27.2	.....29.5	.....5.9	.....16.1	.....XXX	.....XXX	.....100.0	.....XXX	.....96.0	.....4.0
11. Total Publicly Traded Bonds											
11.1 NAIC 1 .....	.....2,977,179	.....10,070,173	.....8,994,360	.....6,842,365	.....10,378,283	.....39,262,360	.....77.2	.....40,059,776	.....76.9	.....39,262,360	.....XXX
11.2 NAIC 2 .....	.....0	.....2,434,154	.....4,964,070	.....936,813	.....0	.....8,335,037	.....16.4	.....8,340,108	.....16.0	.....8,335,037	.....XXX
11.3 NAIC 3 .....	.....0	.....708,183	.....700,848	.....0	.....0	.....1,409,031	.....2.8	.....1,588,674	.....3.1	.....1,409,031	.....XXX
11.4 NAIC 4 .....	.....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....0	.....0.0	.....0	.....XXX
11.5 NAIC 5 .....	.....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....0	.....0.0	.....0	.....XXX
11.6 NAIC 6 .....	.....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....0	.....0.0	.....0	.....XXX
11.7 Totals .....	.....2,977,179	.....13,212,510	.....14,659,278	.....7,779,178	.....10,378,283	.....49,006,428	.....96.3	.....49,988,558	.....96.0	.....49,006,428	.....XXX
11.8 Line 11.7 as a % of Col. 6	.....6.1	.....27.0	.....29.9	.....15.9	.....21.2	.....100.0	.....XXX	.....XXX	.....XXX	.....100.0	.....XXX
11.9 Line 11.7 as a % of Line 9.7, Col. 6, Section 9	.....5.9	.....26.0	.....28.8	.....15.3	.....20.4	.....96.3	.....XXX	.....XXX	.....XXX	.....96.3	.....XXX
12. Total Privately Placed Bonds											
12.1 NAIC 1 .....	.....0	.....1,870,000	.....0	.....0	.....0	.....1,870,000	.....3.7	.....0	.....0.0	.....XXX	.....1,870,000
12.2 NAIC 2 .....	.....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....2,090,000	.....4.0	.....XXX	.....0
12.3 NAIC 3 .....	.....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....0	.....0.0	.....XXX	.....0
12.4 NAIC 4 .....	.....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....0	.....0.0	.....XXX	.....0
12.5 NAIC 5 .....	.....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....0	.....0.0	.....XXX	.....0
12.6 NAIC 6 .....	.....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....0	.....0.0	.....XXX	.....0
12.7 Totals .....	.....0	.....1,870,000	.....0	.....0	.....0	.....1,870,000	.....3.7	.....2,090,000	.....4.0	.....XXX	.....1,870,000
12.8 Line 12.7 as a % of Col. 6	.....0.0	.....100.0	.....0.0	.....0.0	.....0.0	.....100.0	.....XXX	.....XXX	.....XXX	.....XXX	.....100.0
12.9 Line 12.7 as a % of Line 9.7, Col. 6, Section 9	.....0.0	.....3.7	.....0.0	.....0.0	.....0.0	.....3.7	.....XXX	.....XXX	.....XXX	.....XXX	.....3.7

(a) Includes \$0 freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.

(b) Includes \$0 current year, \$0 prior year of bonds with Z designations and \$0 , current year \$0 prior year of bonds with Z* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z*" means the SVO could not evaluate the obligation because valuation procedures for the security class are under regulatory review.

(c) Includes \$0 current year, \$0 prior year of bonds with 5* designations and \$0 , current year \$0 prior year of bonds with 6* designations. "5*" means the NAIC designation was assigned by the (SVO) in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.

(d) Includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$400,504 ; NAIC 2 \$0 ; NAIC 3 \$0 ; NAIC 4 \$0 ; NAIC 5 \$0 ; NAIC 6 \$0

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE Humana Benefit Plan of Illinois, Inc.

SCHEDULE D - PART 1A - SECTION 2

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.5	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1. U.S. Governments											
1.1 Issuer Obligations	400,504	2,995,029	0	0	0	3,395,533	6.7	8,276,279	15.9	3,395,533	0
1.2 Residential Mortgage-Backed Securities	0	0	0	827,634	0	827,634	1.6	994,073	1.9	827,634	0
1.3 Commercial Mortgage-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
1.4 Other Loan-Backed and Structured Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
1.5 Totals	400,504	2,995,029	0	827,634	0	4,223,167	8.3	9,270,352	17.8	4,223,167	0
2. All Other Governments											
2.1 Issuer Obligations	0	0	0	0	0	0	0.0	0	0.0	0	0
2.2 Residential Mortgage-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
2.3 Commercial Mortgage-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
2.4 Other Loan-Backed and Structured Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
2.5 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
3. U.S. States, Territories and Possessions, Guaranteed											
3.1 Issuer Obligations	277,633	1,363,247	607,372	0	600,809	2,849,061	5.6	2,284,381	4.4	2,849,061	0
3.2 Residential Mortgage-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
3.3 Commercial Mortgage-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
3.4 Other Loan-Backed and Structured Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
3.5 Totals	277,633	1,363,247	607,372	0	600,809	2,849,061	5.6	2,284,381	4.4	2,849,061	0
4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed											
4.1 Issuer Obligations	0	0	0	0	204,633	204,633	0.4	202,816	0.4	204,633	0
4.2 Residential Mortgage-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
4.3 Commercial Mortgage-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
4.4 Other Loan-Backed and Structured Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
4.5 Totals	0	0	0	0	204,633	204,633	0.4	202,816	0.4	204,633	0
5. U.S. Special Revenue & Special Assessment Obligations etc., Non-Guaranteed											
5.1 Issuer Obligations	0	1,303,321	631,386	0	0	1,934,707	3.8	1,287,685	2.5	1,934,707	0
5.2 Residential Mortgage-Backed Securities	0	0	0	4,014,921	5,739,321	9,754,242	19.2	4,303,242	8.3	9,754,242	0
5.3 Commercial Mortgage-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
5.4 Other Loan-Backed and Structured Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
5.5 Totals	0	1,303,321	631,386	4,014,921	5,739,321	11,688,949	23.0	5,590,927	10.7	11,688,949	0
6. Industrial and Miscellaneous											
6.1 Issuer Obligations	2,299,042	9,420,913	13,420,520	936,813	0	26,077,288	51.3	30,432,237	58.4	24,207,288	1,870,000
6.2 Residential Mortgage-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
6.3 Commercial Mortgage-Backed Securities	0	0	0	0	3,483,520	3,483,520	6.8	2,298,044	4.4	3,483,520	0
6.4 Other Loan-Backed and Structured Securities	0	0	0	1,999,810	350,000	2,349,810	4.6	1,999,801	3.8	2,349,810	0
6.5 Totals	2,299,042	9,420,913	13,420,520	2,936,623	3,833,520	31,910,618	62.7	34,730,082	66.7	30,040,618	1,870,000
7. Hybrid Securities											
7.1 Issuer Obligations	0	0	0	0	0	0	0.0	0	0.0	0	0
7.2 Residential Mortgage-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
7.3 Commercial Mortgage-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
7.4 Other Loan-Backed and Structured Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
7.5 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
8. Parent, Subsidiaries and Affiliates											
8.1 Issuer Obligations	0	0	0	0	0	0	0.0	0	0.0	0	0
8.2 Residential Mortgage-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
8.3 Commercial Mortgage-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
8.4 Other Loan-Backed and Structured Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
8.5 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE Humana Benefit Plan of Illinois, Inc.

SCHEDULE D - PART 1A - SECTION 2 (Continued)

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.5	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
9. Total Bonds Current Year											
9.1 Issuer Obligations	2,977,179	15,082,510	14,659,278	936,813	805,442	34,461,222	67.7	XXX	XXX	32,591,222	1,870,000
9.2 Residential Mortgage-Backed Securities	0	0	0	4,842,555	5,739,321	10,581,876	20.8	XXX	XXX	10,581,876	0
9.3 Commercial Mortgage-Backed Securities	0	0	0	0	3,483,520	3,483,520	6.8	XXX	XXX	3,483,520	0
9.4 Other Loan-Backed and Structured Securities	0	0	0	1,999,810	350,000	2,349,810	4.6	XXX	XXX	2,349,810	0
9.5 Totals	2,977,179	15,082,510	14,659,278	7,779,178	10,378,283	50,876,428	100.0	XXX	XXX	49,006,428	1,870,000
9.6 Line 9.5 as a % of Col. 6	5.9	29.6	28.8	15.3	20.4	100.0	XXX	XXX	XXX	96.3	3.7
10. Total Bonds Prior Year											
10.1 Issuer Obligations	11,035,498	14,180,460	15,368,352	1,098,005	801,083	XXX	XXX	42,483,398	81.6	40,393,398	2,090,000
10.2 Residential Mortgage-Backed Securities	0	0	0	0	5,297,315	XXX	XXX	5,297,315	10.2	5,297,315	0
10.3 Commercial Mortgage-Backed Securities	0	0	0	0	2,298,044	XXX	XXX	2,298,044	4.4	2,298,044	0
10.4 Other Loan-Backed and Structured Securities	0	0	0	1,999,801	0	XXX	XXX	1,999,801	3.8	1,999,801	0
10.5 Totals	11,035,498	14,180,460	15,368,352	3,097,806	8,396,442	XXX	XXX	52,078,558	100.0	49,988,558	2,090,000
10.6 Line 10.5 as a % of Col. 8	21.2	27.2	29.5	5.9	16.1	XXX	XXX	100.0	XXX	96.0	4.0
11. Total Publicly Traded Bonds											
11.1 Issuer Obligations	2,977,179	13,212,510	14,659,278	936,813	805,442	32,591,222	64.1	40,393,398	77.6	32,591,222	XXX
11.2 Residential Mortgage-Backed Securities	0	0	0	4,842,555	5,739,321	10,581,876	20.8	5,297,315	10.2	10,581,876	XXX
11.3 Commercial Mortgage-Backed Securities	0	0	0	0	3,483,520	3,483,520	6.8	2,298,044	4.4	3,483,520	XXX
11.4 Other Loan-Backed and Structured Securities	0	0	0	1,999,810	350,000	2,349,810	4.6	1,999,801	3.8	2,349,810	XXX
11.5 Totals	2,977,179	13,212,510	14,659,278	7,779,178	10,378,283	49,006,428	96.3	49,988,558	96.0	49,006,428	XXX
11.6 Line 11.5 as a % of Col. 6	6.1	27.0	29.9	15.9	21.2	100.0	XXX	XXX	XXX	100.0	XXX
11.7 Line 11.5 as a % of Line 9.5, Col. 6, Section 9	5.9	26.0	28.8	15.3	20.4	96.3	XXX	XXX	XXX	96.3	XXX
12. Total Privately Placed Bonds											
12.1 Issuer Obligations	0	1,870,000	0	0	0	1,870,000	3.7	2,090,000	4.0	XXX	1,870,000
12.2 Residential Mortgage-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.3 Commercial Mortgage-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.4 Other Loan-Backed and Structured Securities	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.5 Totals	0	1,870,000	0	0	0	1,870,000	3.7	2,090,000	4.0	XXX	1,870,000
12.6 Line 12.5 as a % of Col. 6	0.0	100.0	0.0	0.0	0.0	100.0	XXX	XXX	XXX	XXX	100.0
12.7 Line 12.5 as a % of Line 9.5, Col. 6, Section 9	0.0	3.7	0.0	0.0	0.0	3.7	XXX	XXX	XXX	XXX	3.7

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE Humana Benefit Plan of Illinois, Inc.

SCHEDULE DA - VERIFICATION BETWEEN YEARS

Short-Term Investments

	1	2	3	4	5
	Total	Bonds	Mortgage Loans	Other Short-term Investment Assets (a)	Investments in Parent, Subsidiaries and Affiliates
1. Book/adjusted carrying value, December 31 of prior year	8,094,889	8,094,889	0	0	0
2. Cost of short-term investments acquired	150,279,863	150,279,863	0	0	0
3. Accrual of discount	0	0	0	0	0
4. Unrealized valuation increase (decrease)	0	0	0	0	0
5. Total gain (loss) on disposals	0	0	0	0	0
6. Deduct consideration received on disposals	157,974,248	157,974,248	0	0	0
7. Deduct amortization of premium	0	0	0	0	0
8. Total foreign exchange change in book/adjusted carrying value	0	0	0	0	0
9. Deduct current year's other than temporary impairment recognized	0	0	0	0	0
10. Book adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	400,504	400,504	0	0	0
11. Deduct total nonadmitted amounts	0	0	0	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	400,504	400,504	0	0	0

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment:

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards
N O N E

Schedule DB - Part B - Verification - Futures Contracts
N O N E

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open
N O N E

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open
N O N E

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of
Derivatives
N O N E

SCHEDULE E - VERIFICATION BETWEEN YEARS

(Cash Equivalents)

	1	2	3
	Total	Bonds	Other (a)
1. Book/adjusted carrying value, December 31 of prior year	0	0	0
2. Cost of cash equivalents acquired	63,999,323	63,999,323	0
3. Accrual of discount	677	677	0
4. Unrealized valuation increase (decrease)	0	0	0
5. Total gain (loss) on disposals	0	0	0
6. Deduct consideration received on disposals	64,000,000	64,000,000	0
7. Deduct amortization of premium	0	0	0
8. Total foreign exchange change in book/adjusted carrying value	0	0	0
9. Deduct current year's other than temporary impairment recognized	0	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	0	0	0
11. Deduct total nonadmitted amounts	0	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	0	0	0

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment:

Schedule A - Part 1 - Real Estate Owned
N O N E

Schedule A - Part 2 - Real Estate Acquired and Additions Made
N O N E

Schedule A - Part 3 - Real Estate Disposed
N O N E

Schedule B - Part 1 - Mortgage Loans Owned
N O N E

Schedule B - Part 2 - Mortgage Loans Acquired and Additions Made
N O N E

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid
N O N E

Schedule BA - Part 1 - Other Long-Term Invested Assets Owned
N O N E

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired and Additions Made
N O N E

Schedule BA - Part 3 - Other Long-Term Invested Assets Disposed, Transferred or Repaid
N O N E

Showing All Long-Term BONDS Owned December 31 of Current Year

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ANNUAL STATEMENT FOR THE YEAR 2013 OF THE Humana Benefit Plan of Illinois, Inc.

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2		Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value					Interest					Dates	
			3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22	
CUSIP	Description		C o d e	F o r e i g n	Bond Char	NAIC Des.	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization) Accretion	Current Year's Other- Than- Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Rate of	Effective Rate of	When Paid	Admitted Amount Due and Accrued	Amount Received During Year	Acquired	Stated Contractual Maturity Date	
Identification																							
3199999. Total - U.S. Special Revenues Bonds																							
						11,766,969	XXX		11,494,575	11,180,049	11,688,951	0	(97,708)	0	0	XXX	XXX	XXX		42,542	305,833	XXX	XXX
002824-AU-4	ABBOTT LABORATORIES	CORPORATE			1	1FE	1,383,981	113.0540	1,571,451	1,390,000	1,386,414	0	562	0	0	5.125	5.180	AO	17,809	71,238	02/26/2009	04/01/2019	
00287Y-AL-3	ABBVIE INC	CORPORATE				2FE	124,195	93.4660	116,833	125,000	124,273	0	70	0	0	2.900	2.970	MM	554	3,605	11/05/2012	11/06/2022	
00724F-AA-9	ADOBE SYSTEMS INCORPORATED	CORPORATE	1			2FE	499,130	102.7070	513,535	500,000	499,790	0	179	0	0	3.250	3.280	FA	6,771	16,250	01/25/2010	02/01/2015	
023767-AA-4	AMERICAN AIRLINES INC	CORPORATE	1			2FE	59,944	105.7500	63,391	59,944	59,944	0	0	0	0	5.250	5.250	JJ	1,320	3,147	01/20/2011	07/31/2021	
0258MO-DA-4	AMERICAN EXPRESS CO	CORPORATE				1FE	99,416	103.4860	103,486	100,000	99,789	0	118	0	0	2.750	2.870	MS	810	2,750	09/08/2010	09/15/2015	
029912-BC-5	AMERICAN TOWER CORP	CORPORATE	1			2FE	250,699	105.7470	265,425	251,000	250,771	0	26	0	0	5.050	5.060	MS	4,225	12,676	08/11/2010	09/01/2020	
03076C-AE-6	AMERIPRISE FINANCIAL INC	CORPORATE	1			1FE	2,445,673	112.7750	2,734,794	2,425,000	2,438,845	0	(1,874)	0	0	5.300	5.180	MS	37,843	128,525	03/08/2010	03/15/2020	
05367A-AE-3	AVIATION CAPITAL GROUP TRUST	CORPORATE				3FE	75,000	103.5220	77,642	75,000	75,000	0	0	0	0	4.625	4.620	JJ	1,455	1,821	01/14/2013	01/31/2018	
054937-AE-7	BRANCH BANK & TRUST	CORPORATE				2FE	297,431	108.0510	324,153	300,000	299,228	0	359	0	0	5.200	5.330	JD	347	15,600	05/23/2008	12/23/2015	
120111-BH-1	BUILDING MATERIALS CORP	CORPORATE	1			3FE	126,000	107.5000	134,375	125,000	125,689	0	(90)	0	0	7.000	6.880	FA	3,306	8,750	03/02/2010	02/15/2020	
12189T-AY-0	BURLINGTON NORTH	CORPORATE				2FE	149,751	112.1510	168,227	150,000	149,882	0	28	0	0	5.650	5.670	MM	1,413	8,475	05/23/2008	05/01/2017	
125896-BA-7	CMS ENERGY CORPORATION	CORPORATE				3FE	63,181	114.5980	63,029	55,000	60,932	0	(1,553)	0	0	6.550	3.300	JJ	1,641	3,603	07/11/2012	07/17/2017	
125896-BG-4	CMS ENERGY CORPORATION	CORPORATE				3FE	378,763	109.6420	378,265	345,000	369,850	(847)	(5,815)	0	0	5.050	3.090	FA	6,582	17,423	09/25/2012	02/15/2018	
138616-AB-3	CANTOR FITZGERALD LP	CORPORATE	1			2FE	174,409	103.2500	180,688	175,000	174,802	0	122	0	0	6.375	6.450	JD	155	11,156	06/22/2010	06/26/2015	
142339-AE-0	CARLISLE COMPANIES INC	CORPORATE	1			2FE	149,325	104.8060	157,209	150,000	149,493	0	59	0	0	5.125	5.180	JD	342	7,688	12/06/2010	12/15/2020	
14309U-AA-0	CARLYLE HOLDINGS FINANCE LLC	CORPORATE				1FE	24,992	95.3400	23,835	25,000	24,992	0	0	0	0	3.875	3.870	FA	404	519	01/15/2013	02/01/2023	
14987B-AD-5	CC HOLDINGS GS V LLC	CORPORATE				2FE	40,000	99.0480	39,619	40,000	40,000	0	0	0	0	2.381	2.380	JD	42	929	12/11/2012	12/15/2017	
178566-AC-9	CITY NATIONAL CORPORATION	CORPORATE	1			1FE	74,804	107.2420	80,432	75,000	74,851	0	17	0	0	5.250	5.280	MS	1,159	3,938	09/08/2010	09/15/2020	
191216-AK-6	COCA-COLA	CORPORATE	1			1FE	499,286	113.8590	569,295	500,000	499,634	0	75	0	0	5.350	5.360	MM	3,418	26,750	05/23/2008	11/15/2017	
191216-AM-2	COCA-COLA CO					1FE	1,981,540	112.1000	2,242,000	2,000,000	1,989,121	0	1,764	0	0	4.880	4.990	MS	28,738	97,500	03/03/2009	03/15/2019	
20825T-AA-5	CONOCO PHILLIPS PETROLEUM	CORPORATE	15			1FE	305,838	111.8870	335,661	300,000	302,212	0	(726)	0	0	5.625	5.360	AO	3,563	16,875	05/23/2008	10/15/2016	
21036P-AF-5	CONSTELLATION BRANDS INC	CORPORATE	1			3FE	204,500	116.2500	232,500	200,000	202,401	0	(619)	0	0	7.250	6.840	MM	1,853	14,500	04/22/2010	05/15/2017	
210371-AK-6	CONSTELLATION ENERGY	CORPORATE	1			2FE	22,605	104.9730	23,094	22,000	22,183	0	(120)	0	0	4.550	3.950	JD	44	1,001	04/14/2010	06/15/2015	
224044-BU-0	COX COMMUNICATIONS	CORPORATE				2FE	291,051	125.8110	283,075	225,000	266,803	0	(7,100)	0	0	9.375	5.140	JJ	9,727	21,094	05/04/2010	01/15/2019	
235851-AH-5	DANAHER CORPORATION	CORPORATE				1FE	749,490	114.0810	855,608	750,000	749,639	0	49	0	0	5.400	5.400	MS	13,500	40,500	02/26/2009	03/01/2019	
251591-AY-9	DEVELOPERS DIVERSIFIED REALTY	CORP	1			2FE	148,973	107.8740	161,811	150,000	149,335	0	134	0	0	4.750	4.860	AO	1,504	7,125	03/02/2011	04/15/2018	
25468P-CE-4	DISNEY (WALT) CO	CORPORATE				1FE	204,351	112.2760	224,552	200,000	201,617	0	(548)	0	0	5.625	5.290	MS	3,313	11,250	05/23/2008	09/15/2016	
26441C-AD-7	DUKE ENERGY CORP	CORPORATE	1			2FE	971,324	111.0160	1,082,406	975,000	972,633	0	338	0	0	5.050	5.090	MS	14,498	49,238	08/25/2009	09/15/2019	
29250R-AR-7	ENBRIDGE ENERGY PARTNERS	CORPORATE	1			2FE	689,236	129.3880	679,287	525,000	629,128	0	(17,051)	0	0	9.875	5.410	MS	17,281	51,844	03/12/2010	03/01/2019	
337738-AH-1	FISERV INC	CORPORATE	1			2FE	149,660	103.5340	155,301	150,000	149,871	0	68	0	0	3.125	3.170	AO	1,172	4,688	09/14/2010	10/01/2015	
35906A-AH-1	NEW COMMUNICATIONS HLDGS	CORPORATE	1			3FE	50,000	112.0000	56,000	50,000	50,000	0	0	0	0	8.500	8.500	AO	897	4,250	03/26/2010	04/15/2020	
38141E-A2-5	GOLDMAN SACHS & CO	CORPORATE				1FE	251,666	121.7970	243,594	200,000	243,373	0	(7,746)	0	0	7.500	2.910	FA	5,667	15,000	11/30/2012	02/15/2019	
38141G-EE-0	GOLDMAN SACHS & CO	CORPORATE				1FE	297,769	108.2170	324,651	300,000	299,312	0	307	0	0	5.350	5.460	JJ	7,401	16,050	05/23/2008	01/15/2016	
38141G-FG-4	GOLDMAN SACHS & CO	CORPORATE				1FE	204,899	113.6940	227,388	200,000	202,377	0	(511)	0	0	5.950	5.610	JJ	5,388	11,900	05/23/2008	01/18/2018	
404119-BK-4	HCA INC	CORPORATE	1			3FE	148,643	109.0000	163,500	150,000	148,998	0	109	0	0	7.250	7.370	MS	3,202	10,875	03/02/2010	09/15/2020	
421946-AH-7	HEALTHCARE REALITY TRUST INC	CORPORATE				2FE	272,742	92.5170	254,422	275,000	272,878	0	136	0	0	3.750	3.840	AO	2,177	5,701	03/19/2013	04/15/2023	
42217K-AY-2	HEALTH CARE REIT INC	CORPORATE				2FE	872,323	105.2960	921,340	875,000	872,868	0	347	0	0	4.212	4.260	AO	9,214	36,094	03/27/2012	04/01/2019	
437076-AP-7	HOME DEPOT	CORPORATE	1			1FE	199,193	109.6890	219,378	200,000	199,730	0	108	0	0	5.400	5.460	MS	3,600	10,800	05/23/2008	03/01/2016	
438516-AZ-9	HONEYWELL INTL	CORPORATE				1FE	124,554	112.3640	140,455	125,000	124,736	0	43	0	0	5.000	5.040						

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE Humana Benefit Plan of Illinois, Inc.

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest					Dates	
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	C o d e	F o r e i g n	Bond Char	NAIC Des.	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization) Accretion	Current Year's Other- Than- Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Rate of	Effective Rate of	When Paid	Admitted Amount Due and Accrued	Amount Received During Year	Acquired	Stated Contractual Maturity Date
05565Q-BH-0	BP AMOCO CAPITAL CORPORATE	F	5		1FE	1,997,780	104.0300	2,080,600	2,000,000	1,999,429	.0	.388	.0	.0	3.875	3.890	MS	23,896	77,500	03/05/2009	03/10/2015
45326Y-AA-5	INCITEC PIVOT LTD CORPORATE	F	15		2FE	173,600	103.9870	181,977	175,000	174,425	.0	.292	.0	.0	4.000	4.170	JD	467	7,000	11/30/2010	11/29/2015
66989G-AA-8	NOVARTIS FIANACE CORPORATE	F	15		1FE	474,155	113.2370	537,876	475,000	474,488	.0	.81	.0	.0	5.125	5.140	FA	9,535	24,344	02/04/2009	02/10/2019
85235X-AC-9	STADSHYPOTEK AB CORPORATE	F			1FE	248,973	.96.3800	240,950	250,000	249,143	.0	.139	.0	.0	1.875	1.930	AO	1,159	4,688	09/25/2012	10/02/2019
92852T-AE-2	VIVENDI SA CORPORATE	F			2FE	896,958	.99.3170	893,853	900,000	897,322	.0	.252	.0	.0	4.750	4.790	AO	9,381	42,750	04/03/2012	04/12/2022
3299999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations						26,187,031	XXX	27,933,756	25,761,804	26,077,286	(847)	(42,908)	0	0	XXX	XXX	XXX	364,508	1,265,793	XXX	XXX
07388R-AF-4	BEAR STEARNS CO. CMBS				1FE	70,150	109.5080	69,427	63,399	70,111	.0	(.51)	.0	.0	5.317	4.660	MON	.280	1,180	08/07/2013	02/01/2044
20173W-AF-5	CMILT1 CMBS				1FE	238,377	112.8060	236,773	209,894	238,118	.0	(259)	.0	.0	0.840	0.430	MON	.146	4,272	08/20/2013	12/01/2049
46630J-AC-3	JP MORGAN CHASE CMBS				1FML	2,298,906	109.6960	2,193,924	2,000,000	2,294,709	.0	(3,335)	.0	.0	5.420	4.570	MON	9,033	108,400	09/20/2012	01/01/2049
46632H-AG-6	JPMCC 07-LD12 CMBS				1FE	83,878	112.2420	82,669	73,653	83,842	.0	(36)	.0	.0	5.850	5.020	MON	.358	1,496	08/07/2013	02/01/2051
50180J-AD-7	LBUBS 07-C2 CMBS				1FML	112,869	110.1600	114,144	103,616	112,815	.0	(54)	.0	.0	5.430	4.830	MON	.313	1,875	09/05/2013	02/15/2040
60687V-AF-2	MLCFC 06-3 CMBS				1FE	90,180	109.3040	89,406	81,796	90,140	.0	(48)	.0	.0	5.409	4.780	MON	.360	1,475	08/13/2013	07/01/2046
61750W-AS-2	MSC-99 CMBS				1FE	366,811	109.2340	363,920	333,157	366,589	.0	(222)	.0	.0	5.319	4.690	MON	1,477	8,337	07/18/2013	12/01/2043
61751N-AB-8	MSC_07-HQ11				1FE	.95,532	108.5220	.94,770	.87,328	.95,504	.0	(37)	.0	.0	5.422	4.830	MON	.394	.789	10/02/2013	02/01/2044
92978P-AF-6	WBCMT 03 CMBS				1FE	131,733	109.6280	131,125	119,609	131,691	.0	(42)	.0	.0	5.297	4.700	MON	.527	1,584	09/04/2013	11/01/2048
3499999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Commercial Mortgage-Backed Securities						3,488,436	XXX	3,376,158	3,072,452	3,483,519	0	(4,084)	0	0	XXX	XXX	XXX	12,888	129,408	XXX	XXX
404225-BM-5	HSART 13-T5: AT5 ABS FTST				1FE	350,000	100.0500	350,175	350,000	350,000	.0	.0	.0	.0	1.978	1.970	MON	.308	2,443	08/01/2013	08/15/2046
78446X-AB-1	SALLIE-MAE 12-B ABS FEST				1FE	1,999,795	104.4490	2,088,980	2,000,000	1,999,810	.0	10	.0	.0	3.750	3.750	MON	3,125	.69,600	04/04/2012	12/16/2030
3599999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Other Loan-Backed and Structured Securities						2,349,795	XXX	2,439,155	2,350,000	2,349,810	0	10	0	0	XXX	XXX	XXX	3,433	72,043	XXX	XXX
3899999. Total - Industrial and Miscellaneous (Unaffiliated) Bonds						32,025,262	XXX	33,749,069	31,184,256	31,910,615	(847)	(46,982)	0	0	XXX	XXX	XXX	380,829	1,467,244	XXX	XXX
4899999. Total - Hybrid Securities						0	XXX	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0	XXX	XXX
5599999. Total - Parent, Subsidiaries and Affiliates Bonds						0	XXX	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0	XXX	XXX
7799999. Total - Issuer Obligations						34,449,081	XXX	35,845,811	33,351,804	34,060,715	(847)	(181,351)	0	0	XXX	XXX	XXX	456,864	1,476,706	XXX	XXX
7899999. Total - Residential Mortgage-Backed Securities						10,595,586	XXX	10,472,133	10,280,222	10,581,878	0	(47,607)	0	0	XXX	XXX	XXX	31,098	262,531	XXX	XXX
7999999. Total - Commercial Mortgage-Backed Securities						3,488,436	XXX	3,376,158	3,072,452	3,483,519	0	(4,084)	0	0	XXX	XXX	XXX	12,888	129,408	XXX	XXX
8099999. Total - Other Loan-Backed and Structured Securities						2,349,795	XXX	2,439,155	2,350,000	2,349,810	0	10	0	0	XXX	XXX	XXX	3,433	72,043	XXX	XXX
8399999 - Total Bonds						50,882,898	XXX	52,133,257	49,054,478	50,475,922	(847)	(233,032)	0	0	XXX	XXX	XXX	504,283	1,940,688	XXX	XXX

Schedule D - Part 2 - Section 1 - Preferred Stocks Owned
N O N E

Schedule D - Part 2 - Section 2 - Common Stocks Owned
N O N E

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE Humana Benefit Plan of Illinois, Inc.

SCHEDULE D - PART 3

Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

1	2		3	4	5	6	7	8	9
CUSIP Identification	Description		Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends
912828-EN-6	UNITED STATES TREASURY	GOVERNMENT		01/10/2013	NOMURA SECURITIES		279,259	250,000	1,771
912828-PJ-3	US TREASURY N/B	GOVERNMENT		04/16/2013	NOMURA SECURITIES		164,429	160,000	782
912828-PS-3	US TREASURY N/B	GOVERNMENT		07/15/2013	NOMURA SECURITIES		596,767	575,000	5,273
912828-QX-1	UNITED STATES TREASURY	GOVERNMENT		10/22/2013	BARCLAYS CAPITAL		1,026,761	1,000,000	3,424
0599999. Subtotal - Bonds - U.S. Governments							2,067,216	1,985,000	11,250
207758-QJ-5	CONNECTICUT ST	MUNI		03/22/2013	GOLDMAN SACHS		615,445	500,000	6,667
1799999. Subtotal - Bonds - U.S. States, Territories and Possessions							615,445	500,000	6,667
176553-GK-5	CITIZENS PROPERTY INS CORP	MUNI		01/11/2013	WELLS FARGO		1,124,240	1,000,000	6,250
3132HQ-4Q-2	FEDERAL HOME LOAN MTGE CO	30YR		01/08/2013	CREDIT SUISSE FIRST BOSTON CORP		1,559,369	1,497,593	1,622
3138W1-4Q-7	FED NTL MTG ASSO	30YR		04/03/2013	CITIGROUP GLOBAL MARKETS INC		1,228,059	1,186,262	989
3138W9-RK-8	FANNIE MAE 15 YR MBS/POOL	FNMA		09/26/2013	BNP PARIBAS		699,507	696,352	1,402
3138WA-FC-6	FANNIE MAE 15 YR MBS/POOL	FNMA		12/10/2013	BNP PARIBAS		766,897	743,996	992
3138WP-JG-0	FANNIE MAE 15 YR MBS/POOL	FNMA		09/27/2013	MORGAN STANLEY		602,711	599,572	1,207
3138X8-2D-2	FANNIE MAE 15 YR MBS/POOL	FNMA		12/10/2013	GOLDMAN SACHS		358,003	347,312	463
3138XB-KL-7	FANNIE MAE 15 YR MBS/POOL	FNMA		12/10/2013	GOLDMAN SACHS		227,821	220,784	294
3138XB-KP-8	FANNIE MAE 15 YR MBS/POOL	FNMA		12/10/2013	GOLDMAN SACHS		268,968	260,896	348
3138XC-4L-3	FANNIE MAE 15 YR MBS/POOL	FNMA		12/10/2013	GOLDMAN SACHS		204,971	198,850	265
3138XC-4M-1	FANNIE MAE 15 YR MBS/POOL	FNMA		12/10/2013	GOLDMAN SACHS		225,297	218,536	291
31417G-Y3-4	FED NTL MTG ASSO	FNMA		09/25/2013	MORGAN STANLEY		703,009	699,783	1,409
3199999. Subtotal - Bonds - U.S. Special Revenues							7,968,852	7,669,936	15,532
05367A-AE-3	AVIATION CAPITAL GROUP TRUST	CORPORATE		01/14/2013	DEUTSCHE BANK		75,000	75,000	.0
07388R-AF-4	BEAR STEARNS CO	CMBS		08/07/2013	GOLDMAN SACHS		70,395	63,620	103
14309U-AA-0	CARLYLE HOLDINGS FINANCE LLC	CORPORATE		01/15/2013	J.P. MORGAN		24,992	25,000	.0
20173W-AF-5	CMLTI	CMBS		08/20/2013	MERRILL LYNCH		239,328	210,731	800
404225-BM-5	HSART_13-T5: AT5	ABS FTST		08/01/2013	BARCLAYS CAPITAL		350,000	350,000	.0
421946-AH-7	HEALTHCARE REALITY TRUST INC	CORPORATE		03/19/2013	WELLS FARGO		272,742	275,000	.0
46632H-AG-6	JPMCC 07-LD12	CMBS		08/07/2013	MERRILL LYNCH		84,049	73,803	132
50180J-AD-7	LBUBS 07-C2	CMBS		09/05/2013	MERRILL LYNCH		113,053	103,785	454
60687V-AF-2	MLCFC 06-3	CMBS		08/13/2013	MERRILL LYNCH		92,559	83,954	189
61750W-AS-2	MSC-99	CMBS		07/16/2013	MERRILL LYNCH		377,423	342,795	1,114
61751N-AB-8	MSC_07-HQ11			10/02/2013	GUGGENHEIM SECURITIES, LLC		95,725	87,506	.79
92978P-AF-6	WBCMT 03	CMBS		09/04/2013	MERRILL LYNCH		131,970	119,824	141
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)							1,927,236	1,811,018	3,012
8399997. Total - Bonds - Part 3							12,578,749	11,965,954	36,461
8399998. Total - Bonds - Part 5							0	0	0
8399999. Total - Bonds							12,578,749	11,965,954	36,461
8999997. Total - Preferred Stocks - Part 3							0	XXX	0
8999998. Total - Preferred Stocks - Part 5							0	XXX	0
8999999. Total - Preferred Stocks							0	XXX	0
9799997. Total - Common Stocks - Part 3							0	XXX	0
9799998. Total - Common Stocks - Part 5							0	XXX	0
9799999. Total - Common Stocks							0	XXX	0
9899999. Total - Preferred and Common Stocks							0	XXX	0
9999999 - Totals							12,578,749	XXX	36,461

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE Humana Benefit Plan of Illinois, Inc.

SCHEDULE D - PART 4

Showing All Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	
										11	12	13	14	15							
CUSIP Identification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Con- sideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ Decrease	Current Year's (Amor- tization)/ Accretion	Current Year's Other- Than- Temporary Impairment Recognized	Total Change in Book/ Adjusted Carrying Value (11+12-13)	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con- tractual Maturity Date	
3134G3-ZB-9	FEDERAL HOME LOAN MTGE CO AGCY FTST		07/31/2013	CALLED SECURITY at 100.000		400,000	400,000	409,840	405,718	0	(5,718)	0	(5,718)	0	400,000	0	0	0	12,000	07/31/2019	
36202X-XN-2	GOVERNMENT NATIONAL MORTGAGE GNMA		12/01/2013	MBS PAYDOWN		37,429	37,429	37,512	37,432	0	(3)	0	(3)	0	37,429	0	0	0	751	07/01/2033	
36225B-Y9-3	GOVERNMENT NATIONAL MORTGAGE GNMA		12/01/2013	MBS PAYDOWN		128,219	128,219	128,942	128,315	0	(96)	0	(96)	0	128,219	0	0	0	3,463	07/01/2033	
912828-JG-6	US TREASURY N/B		07/31/2013	MATURITY		575,000	575,000	584,795	576,220	0	(1,220)	0	(1,220)	0	575,000	0	0	0	19,412	07/31/2013	
912828-JQ-4	US TREASURY N/B		10/31/2013	MATURITY		1,000,000	1,000,000	1,013,910	1,002,424	0	(2,424)	0	(2,424)	0	1,000,000	0	0	0	27,500	10/31/2013	
0599999. Subtotal - Bonds - U.S. Governments						2,140,648	2,140,648	2,174,999	2,150,109	0	(9,461)	0	(9,461)	0	2,140,648	0	0	0	63,126	XXX	
3132GU-KH-6	FEDERAL HOME LOAN MTGE CO FHLMC		12/01/2013	MBS PAYDOWN		77,829	77,829	82,307	78,050	0	(221)	0	(221)	0	77,829	0	0	0	1,458	06/01/2042	
3132HQ-4Q-2	FEDERAL HOME LOAN MTGE CO 30YR		12/01/2013	MBS PAYDOWN		76,336	76,336	79,485	78,000	0	(109)	0	(109)	0	76,336	0	0	0	1,090	12/01/2042	
3138W1-4Q-7	FED NTL MTG ASSO 30YR		12/01/2013	MBS PAYDOWN		33,848	33,848	35,041	34,000	0	(24)	0	(24)	0	33,848	0	0	0	334	03/01/2043	
3138W9-RK-8	FANNIE MAE 15 YR MBS/POOL FNMA		12/26/2013	MBS PAYDOWN		14,567	14,567	14,633	14,354	0	(1)	0	(1)	0	14,567	0	0	0	64	09/01/2028	
3138W9-JG-0	FANNIE MAE 15 YR MBS/POOL FNMA		12/26/2013	MBS PAYDOWN		14,354	14,354	14,429	14,354	0	(1)	0	(1)	0	14,354	0	0	0	.61	04/01/2028	
31411D-QK-8	FED NTL MTG ASSO FNMA		12/01/2013	MBS PAYDOWN		279,093	279,093	281,698	279,699	0	(606)	0	(606)	0	279,093	0	0	0	8,616	11/01/2036	
31411L-XD-8	FED NTL MTG ASSO FNMA		12/01/2013	MBS PAYDOWN		227,503	227,503	222,557	226,463	0	1,040	0	1,040	0	227,503	0	0	0	5,900	04/01/2037	
31412N-2F-2	FED NTL MTG ASSO FNMA 30YR		12/01/2013	MBS PAYDOWN		112,057	112,057	119,521	112,323	0	(266)	0	(266)	0	112,057	0	0	0	4,557	02/01/2039	
31412Q-RB-7	FED NTL MTG ASSO FNMA 30YR		12/01/2013	MBS PAYDOWN		138,466	138,466	147,688	138,830	0	(364)	0	(364)	0	138,466	0	0	0	3,334	10/01/2039	
31416S-4Y-4	FED NTL MTG ASSO FNMA 30YR		12/01/2013	MBS PAYDOWN		355,694	355,694	379,384	359,064	0	(3,370)	0	(3,370)	0	355,694	0	0	0	8,616	06/01/2039	
31417G-Y3-4	FED NTL MTG ASSO FNMA		12/26/2013	MBS PAYDOWN		13,028	13,028	13,089	13,000	0	0	0	0	0	13,028	0	0	0	.58	06/01/2028	
927781-SZ-8	VIRGINIA COLLEGE BLDG AUTH MUNI		02/01/2013	MATURITY		425,000	425,000	477,823	426,426	0	(1,426)	0	(1,426)	0	425,000	0	0	0	10,625	02/01/2013	
3199999. Subtotal - Bonds - U.S. Special Revenues						1,767,775	1,767,775	1,867,655	1,620,855	0	(5,348)	0	(5,348)	0	1,767,775	0	0	0	44,713	XXX	
023767-AA-4	AMERICAN AIRLINES INC CORPORATE		07/31/2013	CALLED SECURITY at 100.000		6,365	6,365	6,365	6,365	0	0	0	0	0	6,365	0	0	0	250	07/31/2021	
029912-BC-5	AMERICAN TOWER CORP CORPORATE		08/26/2013	CITIGROUP GLOBAL MARKETS INC		257,498	249,000	248,701	248,747	0	.34	0	.34	0	248,781	0	8,717	8,717	12,505	09/01/2020	
07388R-AF-4	BEAR STEARNS CO. CMBS		12/11/2013	VARIOUS		221	221	245	0	0	(11)	0	(11)	0	221	0	0	0	3	02/01/2044	
090572-AN-8	BIO-RAD LABORATORIES INC CORPORATE		09/30/2013	CALLED SECURITY at 104.000		78,000	75,000	79,125	77,525	0	(453)	0	(453)	0	77,072	0	928	928	6,250	09/15/2016	
15189Y-AB-2	CENTERPOINT ENERGY INC CORPORATE		04/01/2013	MATURITY		375,000	375,000	432,593	379,854	0	(4,854)	0	(4,854)	0	375,000	0	0	0	14,766	04/01/2013	
20173W-AF-5	CMLTI CMBS		12/10/2013	CALLED SECURITY at 100.000		837	837	951	0	0	(114)	0	(114)	0	837	0	0	0	.11	12/01/2049	
22025Y-AK-6	CORRECTIONS CORPORATION OF AMERICA		04/04/2013	CALLED SECURITY at 102.000		76,500	75,000	79,219	77,842	0	(148)	0	(148)	0	77,693	0	(1,193)	(1,193)	1,986	06/01/2017	
46632H-AG-6	JPMCC 07-LD12 CMBS		12/01/2013	CALLED SECURITY at 100.000		150	150	171	0	0	(21)	0	(21)	0	150	0	0	0	2	02/01/2051	
50180J-AD-7	LBUBS 07-C2 CMBS		12/17/2013	CALLED SECURITY at 100.000		169	169	184	0	0	(15)	0	(15)	0	169	0	0	0	2	02/15/2040	
57772K-AA-9	MAXIM INTEGRATED PRODUCTS INC CORPORATE		06/14/2013	MATURITY		150,000	150,000	149,814	149,967	0	.33	0	.33	0	150,000	0	0	0	2,588	06/14/2013	
60687V-AF-2	MLCFC 06-3 CMBS		12/12/2013	VARIOUS		2,158	2,158	2,379	0	0	(213)	0	(213)	0	2,158	0	0	0	.20	07/01/2046	
61750W-AS-2	MSC-99 CMBS		12/01/2013	CALLED SECURITY at 100.000		9,638	9,638	10,612	0	0	(974)	0	(974)	0	9,638	0	0	0	.192	12/01/2043	
61751N-AB-8	MSC 07-HQ11		12/13/2013	VARIOUS		178	178	195	0	0	(8)	0	(8)	0	178	0	0	0	.1	02/01/2044	
74432N-AA-0	PRUDENTIAL COVERED TRUST		10/11/2013	CALLED SECURITY at 100.000		220,000	220,000	220,000	220,000	0	0	0	0	0	220,000	0	0	0	4,945	09/30/2015	
90345K-AA-8	US AIRWAYS GROUP INC CORPORATE		10/22/2013	CALLED SECURITY at 100.000		6,456	6,456	6,456	6,456	0	0	0	0	0	6,456	0	0	0	.303	10/22/2024	
92344S-AP-5	VERIZON COMMUNICATIONS CORPORATE		11/29/2013	CALLED SECURITY at 100.809		604,857	600,000	596,142	599,035	0	706	0	706	0	599,740	0	5,114	5,114	44,215	02/01/2014	
92978P-AF-6	WBCMT 03 CMBS		12/17/2013	CALLED SECURITY at 100.000		215	215	237	0	0	(22)	0	(22)	0	215	0	0	0	.2	11/01/2048	
59151K-AH-1	METHANEX CORPORATION CORPORATE	A	01/31/2013	RBC CAPITAL MARKETS		150,134	150,000	148,647	148,652	0	.14	0	.14	0	148,666	0	1,468	1,468	650	12/15/2019	
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						1,938,376	1,920,387	1,982,036	1,914,443	0	(6,046)	0	(6,046)	0	1,923,339	0	15,034	15,034	88,691	XXX	
8399997. Total - Bonds - Part 4						5,846,799	5,828,810	6,024,690	5,685,407	0	(20,855)	0	(20,855)	0	5,831,762	0	15,034	15,034	196,530	XXX	
8399998. Total - Bonds - Part 5						0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX
8399999. Total - Bonds						5,846,799	5,828,810	6,024,690	5,685,407	0	(20,855)	0	(20,855)	0	5,831,762	0	15,034	15,034	196,530	XXX	
8999997. Total - Preferred Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE Humana Benefit Plan of Illinois, Inc.

SCHEDULE D - PART 4

Showing All Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21
										11	12	13	14	15						
CUSIP Identi- fication	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Con- sideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ Decrease	Current Year's (Amor- tization)/ Accretion	Current Year's Other- Than- Temporary Impairment Recognized	Total Change in Book/ Adjusted Carrying Value (11+12-13)	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con- tractual Maturity Date
8999998. Total - Preferred Stocks - Part 5						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX
8999999. Total - Preferred Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX
9799997. Total - Common Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX
9799998. Total - Common Stocks - Part 5						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX
9799999. Total - Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX
9999999 - Totals						5,846,799	XXX	6,024,690	5,685,407	0	(20,855)	0	(20,855)	0	5,831,762	0	15,034	15,034	196,530	XXX

Schedule D - Part 5 - Long Term Bonds and Stocks Acquired and Fully Disposed Of
N O N E

Schedule D-Part 6-Section 1-Valuation of Shares of Subsidiary, Controlled or Affiliated Companies
N O N E

Schedule D - Part 6 - Section 2
N O N E

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE Humana Benefit Plan of Illinois, Inc.

SCHEDULE DA - PART 1

Showing All SHORT-TERM INVESTMENTS Owned December 31 of Current Year

1	2	Codes		5	6	7	8	Change in Book/Adjusted Carrying Value				13	14	Interest						21
		3	4					9	10	11	12			15	16	17	18	19	20	
CUSIP Identi- fication	Description	Code	For- eign	Date Acquired	Name of Vendor	Maturity Date	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other- Than- Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Par Value	Actual Cost	Amount Due and Accrued Dec. 31 of Current Year on Bonds not in Default	Non- Admitted Due and Accrued	Rate of	Effective Rate of	When Paid	Amount Received During Year	Paid for Accrued Interest
0599999. Total - U.S. Government Bonds							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
1099999. Total - All Other Government Bonds							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
1799999. Total - U.S. States, Territories and Possessions Bonds							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
2499999. Total - U.S. Political Subdivisions Bonds							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
3199999. Total - U.S. Special Revenues Bonds							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
3899999. Total - Industrial and Miscellaneous (Unaffiliated) Bonds							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
4899999. Total - Hybrid Securities							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
5599999. Total - Parent, Subsidiaries and Affiliates Bonds							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
7799999. Total - Issuer Obligations							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
7899999. Total - Residential Mortgage-Backed Securities							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
7999999. Total - Commercial Mortgage-Backed Securities							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
8099999. Total - Other Loan-Backed and Structured Securities							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
8399999. Total Bonds							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
8699999. Total - Parent, Subsidiaries and Affiliates							0	0	0	0	0	XXX	0	0	0	XXX	XXX	XXX	0	0
09248U-70-0	BLACKROCK LIQUIDITY FDS -FED FUNDS-IN			12/05/2013	BLACKROCK INSTITUTION	XXX	400,504	0	0	0	0	0	400,504	0	0	0.000	0.000	MON	0	0
8899999. Subtotal - Exempt Money Market Mutual Funds							400,504	0	0	0	0	XXX	400,504	0	0	XXX	XXX	XXX	0	0
9199999 - Totals							400,504	0	0	0	0	XXX	400,504	0	0	XXX	XXX	XXX	0	0

Schedule DB - Part A - Section 1 - Options, Caps, Floors, Collars, Swaps and Forwards Open
N O N E

Schedule DB - Part A - Section 2 - Options, Caps, Floors, Collars, Swaps and Forwards Terminated
N O N E

Schedule DB - Part B - Section 1 - Futures Contracts Open
N O N E

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made
N O N E

Schedule DB - Part B - Section 2 - Futures Contracts Terminated
N O N E

Schedule DB - Part D - Section 1 - Counterparty Exposure for Derivative Instruments Open
N O N E

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged By
N O N E

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged To
N O N E

Schedule DL - Part 1 - Reinvested Collateral Assets Owned
N O N E

Schedule DL - Part 2 - Reinvested Collateral Assets Owned
N O N E

SCHEDULE E - PART 1 - CASH

1	2	3	4	5	6	7
Depository	Code	Rate of Interest	Amount of Interest Received During Year	Amount of Interest Accrued December 31 of Current Year	Balance	*
US BANK-HBP IL CLMS DISB Milwaukee, WI		0.000	0	0	(1,361,676)	XXX
US BANK-HBP IL PREMIUM Milwaukee, WI		0.000	0	0	80,851	XXX
JP MORGAN CHASE-OSF HP New York, NY		0.000	0	0	16,966	XXX
JP MORGAN		0.000	0	0	1,070,877	XXX
0199998 Deposits in ... 0 depositories which do not exceed the allowable limit in any one depository (See instructions) - open depositories	XXX	XXX	0	0	0	XXX
0199999. Totals - Open Depositories	XXX	XXX	0	0	(192,983)	XXX
0299998 Deposits in ... 0 depositories which do not exceed the allowable limit in any one depository (See instructions) - suspended depositories	XXX	XXX	0	0	0	XXX
0299999. Totals - Suspended Depositories	XXX	XXX	0	0	0	XXX
0399999. Total Cash on Deposit	XXX	XXX	0	0	(192,983)	XXX
0499999. Cash in Company's Office	XXX	XXX	XXX	XXX	0	XXX
.....						
.....						
.....						
.....						
.....						
.....						
.....						
.....						
0599999 Total - Cash	XXX	XXX	0	0	(192,983)	XXX

TOTALS OF DEPOSITORY BALANCES ON THE LAST DAY OF EACH MONTH DURING THE CURRENT YEAR

1. January.....	(837,934)	4. April.....	(884,113)	7. July.....	894,536	10. October.....	1,051,080
2. February.....	(1,518,330)	5. May.....	(1,054,710)	8. August.....	(105,958)	11. November.....	3,779,258
3. March.....	2,461,004	6. June.....	(572,945)	9. September.....	485,182	12. December.....	(192,983)

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned December 31 of Current Year

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due and Accrued	Amount Received During Year
NONE							
8699999 - Total Cash Equivalents							

SCHEDULE E - PART 3 - SPECIAL DEPOSITS

	1	2	Deposits For the Benefit of All Policyholders		All Other Special Deposits	
			3	4	5	6
States, Etc.	Type of Deposit	Purpose of Deposit	Book/Adjusted Carrying Value	Fair Value	Book/Adjusted Carrying Value	Fair Value
1. Alabama	AL		0	.0	0	.0
2. Alaska	AK		0	.0	0	.0
3. Arizona	AZ		0	.0	0	.0
4. Arkansas	AR		0	.0	0	.0
5. California	CA		0	.0	0	.0
6. Colorado	CO		0	.0	0	.0
7. Connecticut	CT		0	.0	0	.0
8. Delaware	DE		0	.0	0	.0
9. District of Columbia	DC		0	.0	0	.0
10. Florida	FL		0	.0	0	.0
11. Georgia	GA		0	.0	0	.0
12. Hawaii	HI		0	.0	0	.0
13. Idaho	ID		0	.0	0	.0
14. Illinois	IL	B D01	1,678,945	1,677,836	0	.0
15. Indiana	IN		0	.0	0	.0
16. Iowa	IA		0	.0	0	.0
17. Kansas	KS		0	.0	0	.0
18. Kentucky	KY		0	.0	0	.0
19. Louisiana	LA		0	.0	0	.0
20. Maine	ME		0	.0	0	.0
21. Maryland	MD		0	.0	0	.0
22. Massachusetts	MA		0	.0	0	.0
23. Michigan	MI		0	.0	0	.0
24. Minnesota	MN		0	.0	0	.0
25. Mississippi	MS		0	.0	0	.0
26. Missouri	MO		0	.0	0	.0
27. Montana	MT		0	.0	0	.0
28. Nebraska	NE		0	.0	0	.0
29. Nevada	NV		0	.0	0	.0
30. New Hampshire	NH	B D01	0	.0	513,862	511,405
31. New Jersey	NJ		0	.0	0	.0
32. New Mexico	NM	B D01	0	.0	102,050	101,934
33. New York	NY		0	.0	0	.0
34. North Carolina	NC	B D01	0	.0	430,889	430,924
35. North Dakota	ND		0	.0	0	.0
36. Ohio	OH		0	.0	0	.0
37. Oklahoma	OK		0	.0	0	.0
38. Oregon	OR		0	.0	0	.0
39. Pennsylvania	PA		0	.0	0	.0
40. Rhode Island	RI		0	.0	0	.0
41. South Carolina	SC		0	.0	0	.0
42. South Dakota	SD		0	.0	0	.0
43. Tennessee	TN		0	.0	0	.0
44. Texas	TX		0	.0	0	.0
45. Utah	UT		0	.0	0	.0
46. Vermont	VT		0	.0	0	.0
47. Virginia	VA	B D01	0	.0	269,283	269,328
48. Washington	WA		0	.0	0	.0
49. West Virginia	WV		0	.0	0	.0
50. Wisconsin	WI		0	.0	0	.0
51. Wyoming	WY		0	.0	0	.0
52. American Samoa	AS		0	.0	0	.0
53. Guam	GU		0	.0	0	.0
54. Puerto Rico	PR		0	.0	0	.0
55. U.S. Virgin Islands	VI		0	.0	0	.0
56. Northern Mariana Islands	MP		0	.0	0	.0
57. Canada	CAN		0	.0	0	.0
58. Aggregate Alien and Other	OT	XXX	0	0	0	0
59. Subtotal	XXX	XXX	1,678,945	1,677,836	1,316,084	1,313,591
DETAILS OF WRITE-INS						
5801.						
5802.						
5803.						
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	XXX	0	.0	0	.0
5899. Totals (Lines 5801 thru 5803 plus 5898)(Line 58 above)	XXX	XXX	0	0	0	0

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